

# **BYLAWS AND BOARD GOVERNANCE & STEWARDSHIP COMMITTEES MEETING MINUTES**

Florida A&M University Foundation Board of Directors

Thursday, February 18, 2021 | 4 p.m. – 5 p.m.

Teleconference

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## **Bylaws Committee Members Present**

Dir. Monica Williams Harris, *Chair*  
Dir. Erica Hill, *Vice Chair*  
Dir. Chan Bryant Abney

Dir. William Bryant  
Dir. Belvin Perry, Jr.  
Dir. Pia Woodley

## **Bylaws Committee Members Not Present**

Dir. Elaine Armster  
Dir. John Green

Dir. Akunna Olumba

## **Board Governance and Stewardship (BG&S) Committee Members Present**

Dir. Larry Robinson, *Chair*  
Dir. William Bryant, *Vice Chair*  
Dir. Chan Bryant Abney  
Dir. Shawnta Friday-Stroud

Dir. Erica Hill  
Dir. Carmen Cummings Martin  
Dir. Belvin Perry, Jr.  
Dir. Twuanna Munroe Ward

## **BG&S Committee Members Not Present**

Dir. Jemal Gibson

Dir. Lenetra King

## **Guests Present**

Dir. Angela Adderley  
Mr. Selvin Cobb, *FAMU Rattler Boosters*  
Mr. Kortne Gosha, *VP & Director of Athletics*  
Dir. Lisa LaBoo  
Dir. Freddie Raines

Mr. David Self, *Associate General  
Counsel, FAMU*  
Mr. David Shufflebarger, *Board Consultant*  
Mr. Curtis Taylor, *Rattler F. Club*  
Dir. Tirrell Whitley

## **Staff Present**

Ms. Shelia Fields, *Information Technology, FAMU*  
Ms. Kim Hankerson  
Ms. Juanita Johnson  
Mrs. Audrey Simmons Smith

Mr. Eric Swanigan  
Ms. Brandi Tatum-Fedrick  
Ms. Angie Wiggins

## **Call to Order and Roll Calls**

The meeting was called to order at 4 p.m. by Committee Chairs Monica Williams Harris and Larry Robinson, Ph.D. Angie Wiggins called the rolls and confirmed quorums for both the Bylaws and BG&S Committees.

## **Conflict of Interest Disclosure**

Chair Williams Harris and Chair Robinson requested that Committee members disclose any conflict of interest with items on the Agenda; none were disclosed.

### Approval of Minutes

#### **May 5, 2020, Bylaws Committee Meeting**

Director Pia Woodley moved to approve the minutes; Director Chan Bryant Abney seconded the motion. The minutes were approved, unanimously.

#### **November 18, 2020, BG&S Committee Meeting**

Director Belvin Perry moved to approve the minutes; Director Abney seconded the motion. The minutes were approved, unanimously.

### Action Items – November 19, 2020, General Board Meeting

#### **I. Discuss Nominees for Board Membership**

##### **A. Seek a Consistent Practice**

- i. Should the Board of Directors be able to review and vote on all items from any committee, or should the Board only be able to vote on the voted-on recommendations from a committee?
  - a) Vote on the Full Slate or Individually?

After discussions, and in accordance with the FAMU Foundation Bylaws, the BG&S Committee members agreed to continue with the current process of vetting and recommending the names of nominees to the Board. The vetting process should include nominators contacting the nominees to receive their interest in serving on the Board. The motion below followed the discussion.

**Motion:** I move that the language that states, “Other nominations may be made at the annual meeting,” be stricken and sent to the Bylaws Committee for consideration.

**Moved By:** Director Belvin Perry, Jr.

**Seconded By:** Director Chan Bryant Abney

*The motion passed, unanimously.*

As it relates to if the Board should vote on the full slate or individually, the motion below was presented.

**Motion:** I move that we vote individually on each member.

**Moved By:** Director Belvin Perry, Jr.

**Seconded By:** Director Twuanna Munroe Ward

*The motion passed, unanimously.*

In follow up to the inquiry, “should the Board of Directors be able to review and vote on all items from any committee, or should the Board only be able to vote on the voted-on recommendations from a committee,” the Bylaws Committee members agreed that the best practice is for directors to attend the committee meetings and to weigh-in on the issues during those meetings so that they are properly discussed and vetted.

## **II. Consideration of Nominees for Honorary & Advisory Boards**

- A. How should the Large Slate of Nominees be handled?
- i. Revisit Size of and Staggard Terms for Honorary and Advisory Boards

At the Fall 2020 FAMU Foundation Board Meeting, the Board received a large slate of nominees for the Honorary and Advisory Boards. There is a 14-member limit for the Advisory Board; no limited for the Honorary Board.

After discussions and due to the unreadiness regarding the suggested size of the Honorary Board, staff was requested to provide guidance on what it feels is a manageable size depending on expectations. In addition, staff was requested to provide responses to the items listed below.

- Further define the roles and expectations for the Honorary and Advisory Boards.
- Advise of best practices.
- Advise who will lead both Boards.

The BG&S Committee will make a recommendation on the size of the Honorary Board based on staff's response. This committee was also requested to define the vetting process.

### **Other Item**

A. Bylaws Amendments

The suggested changes to the Bylaws that were received in this meeting will be presented to the Board at the annual meeting. The Board will receive additional changes and grammatical errors that have been identified.

### **New Business**

None presented.

### **Adjournment | Minutes Prepared By**

There being no further business to address, the meeting was adjourned at 5:09 p.m. by Committee Chairs Monica Williams Harris and Larry Robinson, Ph.D. Ms. Angie Wiggins prepared the minutes.